

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

**ANNUAL INFORMATION FORM DATED JULY 20, 2017**

**Offering Series A, Series F and Series M Units of:**

**CALDWELL BALANCED FUND  
CALDWELL INCOME FUND**

**Offering Series I Units of:**

**CALDWELL INCOME FUND**

**and Offering Series F, Series O and Series I Units of:  
CALDWELL CANADIAN VALUE MOMENTUM FUND**

## **AMENDMENT NO. 2**

dated June 15, 2018

to the Annual Information Form dated July 20, 2017, as amended by Amendment No. 1 dated September 29, 2017

(the “**Annual Information Form**”)

**in respect of:**

### **CALDWELL INCOME FUND**

(the “**Fund**”)

This Amendment No. 2 to the Annual Information Form is in conjunction with the Amendment No. 2 dated June 15, 2018 to the Simplified Prospectus of the Fund dated July 20, 2017, as amended by Amendment No 1 dated September 29, 2017, and the amended and restated fund facts documents of the Fund dated June 15, 2018.

Caldwell Investment Management Ltd. (“**Caldwell**”), the manager of the Caldwell Income Fund (the “**Fund**”), Caldwell Balanced Fund and Caldwell Canadian Value Momentum Fund (collectively, the “**Caldwell Mutual Funds**”), is proposing to call a special meeting of unitholders of the Fund (the “**Meeting**”) to obtain unitholder approval in respect of the following proposed changes (collectively, the “**Proposed Changes**”):

1. a proposal to amend the fundamental investment objective of the Fund (the “**Investment Objective Change**”);
2. a proposal to reclassify all Series F Units of the Fund into Series I Units of the Fund (the “**Series F Reclassification**”);
3. a proposal to reclassify all Series M Units of the Fund into Series I Units of the Fund (the “**Series M Reclassification**”).

A notice of meeting and meeting materials in respect of the Proposed Changes will be filed and sent to unitholders of the Fund in the near future.

Effective immediately, the minimum investment levels required in respect of investments in Series I Units of the Fund (the “**Current Aggregate Minimum**”) are being replaced with a standard minimum investment requirement based on the holdings of each individual Series I unitholder (the “**New Standard Minimum**”).

Effective immediately, Series F units of the Fund and Series M units of the Fund are closed to new investment.

The Fund has obtained regulatory exemptive relief extending the time limits for the 2018 annual renewal of the simplified prospectus of the Caldwell Mutual Funds dated July 20, 2017, as amended, to those time limits that would apply if the lapse date of the simplified prospectus was August 20, 2018. If approved, the Proposed Changes will be reflected in the final 2018 simplified prospectus of the Caldwell Mutual Funds and the documents incorporated by reference therein, as applicable.

#### ***The Investment Objective Change***

The Investment Objective Change is subject to unitholder approval. Unitholders of the Fund will vote on the proposed Investment Objective Change at a special unitholder meeting to be held in Toronto, Ontario on July 11, 2018.

Consistent with its current investment approach, the Fund will continue to tactically invest in government guaranteed bonds in order to generate attractive total returns, while placing an emphasis on capital preservation. However, in order to enhance the potential benefits offered by this strategy, Caldwell is proposing to broaden the Fund’s permitted investments to include the sovereign debt of foreign nations, while maintaining a focus on Canadian and U.S. bond issues. In addition, Caldwell intends to supplement the Fund’s portfolio, from time to time, with long and short positions in securities, such as certain exchange traded funds, which provide underlying exposure to risk-free government bonds.

If unitholders of the Fund approve the proposed Investment Objective Change, the fundamental investment objective of the Fund will be, effective no later than July 31, 2018, as follows: “to generate attractive total returns, while placing an emphasis on capital preservation, by investing primarily in a portfolio of government guaranteed bonds.” Caldwell believes these changes will better enable the Fund to enhance returns during periods of falling interest rates and insulate the Fund’s portfolio against losses associated with rising interest rate environments.

#### ***The Series F Reclassification***

The Series F Reclassification is subject to approval by the Series F Unitholders of the Fund, voting separately as a series, at a special unitholder meeting to be held in Toronto, Ontario on July 11, 2018.

Following the Series F Reclassification, the reclassified Series F Units will be subject to the fees and other terms and conditions applicable to Series I Units. Series F Units are subject to management fees of 0.75%. Series I Units are subject to management fees of 0.25%. Once effective, the Series F Reclassification will result in an immediate reduction in management fees for Series F Unitholders.

If unitholder approvals are obtained, the Series F Reclassification will take effect no later than July 31, 2018, following which there shall be no further issuances of Series F units of the Fund. Effective immediately, Series F units of the Fund are closed to new investment.

***The Series M Reclassification***

The Series M Reclassification is subject to approval by the Series M Unitholders of the Fund, voting separately as a series, at a special unitholder meeting to be held in Toronto, Ontario on July 11, 2018.

Following the Series M Reclassification, the reclassified Series M Units will be subject to the fees and other terms and conditions applicable to Series I Units. Series M Units are subject to management fees of 0.50%. Series I Units are subject to management fees of 0.25%. Once effective, the Series M Reclassification will result in an immediate reduction in management fees for Series M Unitholders.

If unitholder approvals are obtained, the Series M Reclassification will take effect no later than July 31, 2018, following which there shall be no further issuances of Series M units of the Fund. Effective immediately, Series M units of the Fund are closed to new investment.

***The New Standard Minimum***

The replacement of the Current Aggregate Minimum with the New Standard Minimum is effective immediately.

Under the Current Aggregate Minimum regime, the minimum initial purchase order for Series I Units of the Fund is \$50,000 and each subsequent purchase order for Series I Units must be for an amount of \$1,000 or more. In addition, there is a requirement for investment advisors to hold a minimum aggregate value of \$5 million in Series I Unit purchase orders made by all the investors whom they represent.

Under the New Standard Minimum, the minimum initial purchase order for Series I Units of the Fund will be \$500. Each subsequent purchase order for Series I Units of the Fund will need to be for an amount of \$100 or more (\$50 minimum purchase order for investors who participate in the Fund's Monthly Investment Plan). Each investor in Series I Units of the Fund will be required to always hold Series I Units of the Fund which have a net asset value of at least \$500.

In all other respects the disclosure in the Annual Information Form remains the same.

**Certificate of Caldwell Income Fund (the “Fund”) and the Manager of the Fund**

Dated: June 15, 2018

This Amendment No. 2 dated June 15, 2018, together with the annual information form dated July 20, 2017 as amended by Amendment No. 1 dated September 29, 2017, and the simplified prospectus dated July 20, 2017 as amended by Amendment No. 1 dated September 29, 2017, and Amendment No. 2 dated June 15, 2018, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada (except the province of Québec) and do not contain any misrepresentations.

**Caldwell Investment Management Ltd. as trustee and manager of the Fund:**

*“Brendan T. N. Caldwell”*

\_\_\_\_\_  
Brendan T. N. Caldwell  
President and Chief Executive Officer

*“Sally Haldenby-Haba”*

\_\_\_\_\_  
Sally Haldenby-Haba  
Secretary, Chief Financial Officer

**On behalf of the Board of Directors of Caldwell Investment Management Ltd. as trustee and manager of the Fund:**

*“Thomas S. Caldwell”*

\_\_\_\_\_  
Thomas S. Caldwell  
Director

*“Michael B.C. Gundy”*

\_\_\_\_\_  
Michael B.C. Gundy  
Director

**Certificate of the Principal Distributor of Caldwell Income Fund (the “Fund”)**

Dated: June 15, 2018

To the best of our knowledge, information and belief, this Amendment No. 2 dated June 15, 2018, together with the annual information form dated July 20, 2017, as amended by Amendment No. 1 dated September 29, 2017, and the simplified prospectus dated July 20, 2017 as amended by Amendment No. 1 dated September 29, 2017 and Amendment No. 2 dated June 15, 2018, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada (except the province of Québec) and do not contain any misrepresentation.

**Caldwell Securities Ltd. as principal distributor of the Fund:**

*“Angela T. Stirpe”*

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Angela T. Stirpe  
Vice President and Chief Financial Officer

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## 1. NAME, FORMATION AND HISTORY OF THE FUNDS

This annual information form contains information about the three Caldwell Mutual Funds listed on the front cover. We refer to Caldwell Mutual Funds described in this document as the *Funds* or as *Caldwell Mutual Funds*. All dollar amounts in this document are in Canadian dollars, unless we state otherwise.

The registered address of each of the Funds is Suite 1702, P.O. Box 47, 150 King Street West, Toronto, Ontario, M5H 1J9.

Each Fund is an open-ended mutual fund trust established under the laws of Ontario by way of declaration of trust.

Caldwell Balanced Fund was established on March 1, 1990. The declaration of trust of the fund was amended and restated effective June 23, 2000 to rename the fund. The fund was formerly known as Caldwell Associate Fund. Prior to amendment of the declaration of trust of the fund effective June 23, 1997 the fund was known as Caldwell Securities Associate Fund. The declaration of trust of the fund was also amended effective April 15, 1997 by the addition of terms to permit unitholders to switch units held in the fund for units of another Caldwell Mutual Fund on certain terms. The subject of this amendment is described in greater detail in this annual information form under the heading *Switching to units of another fund*.

Caldwell Income Fund was established on April 15, 1997. The declaration of trust of this fund was amended and restated effective June 23, 2000 to rename the fund. The fund was formerly known as Caldwell Government Income Fund. Prior to amendment of the declaration of trust of Caldwell Income Fund effective June 23, 1999, the fund was known as Caldwell Canadian Income Fund.

On March 23, 2007, the declaration of trust of Caldwell Balanced Fund and the declaration of trust of Caldwell Income Fund were amended, restated and consolidated (the “Balanced and Income Declaration of Trust”), among other things, to appoint Caldwell Investment Management Ltd. (“Caldwell”) as trustee and manager of these two Funds. On November 1, 2007, the Balanced and Income Declaration of Trust was amended, restated and consolidated to provide for the establishment of an independent review committee for each of Caldwell Balanced Fund and Caldwell Income Fund in accordance with National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“NI 81-107”).

The Balanced and Income Declaration of Trust was amended on June 25, 2012 to, among other things, change the fundamental investment objective of Caldwell Balanced Fund. Effective June 25, 2012, Caldwell Global Financial Services Fund merged into Caldwell Balanced Fund. This merger is described in greater detail in Amendment No. 1 to the simplified prospectus of Caldwell Balanced Fund dated May 9, 2012.

The Balanced and Income Declaration of Trust was amended on July 4, 2014, to allow each of Caldwell Balanced Fund and Caldwell Income Fund to issue two series of units – Series A units and Series F units. Prior to this amendment, each Fund issued a single class of units which, following the amendment, is referred to as Series A units. To respond to amendments to the *Income Tax Act* (Canada)(the “Tax Act”), the Balanced and Income Declaration of Trust was also amended to provide for certain income and net realized capital gains of a Fund to be automatically payable to unitholders if the Fund experiences a “loss restriction event”.

The Balanced and Income Declaration of Trust was amended on July 15, 2016, to create Series M units of each of Caldwell Balanced Fund and Caldwell Income Fund and to create Series I units of the Caldwell Income Fund.

Caldwell Canadian Value Momentum Fund (“CCVM”) was established on August 8, 2011. The declaration of trust of the fund was amended and restated effective July 20, 2017 (the “CCVM Declaration of Trust” and together with the Balanced and Income Declaration of Trust, the “Declarations of Trust” and each individually a “Declaration of Trust”) to provide for the establishment of an independent review committee for CCVM in accordance with NI 81-107.

Accordingly, the Funds are governed pursuant to the terms of the Declarations of Trust. See *Responsibility for operations of the Funds*. Prior to April 15, 1997, the Caldwell Balanced Fund and Caldwell Income Fund were managed by Caldwell’s affiliate, Caldwell Securities Ltd. In this document, *we*, *us* and *ours* refer to Caldwell.

## 2. INVESTMENT PRACTICES AND RESTRICTIONS

### (a) Investment Restrictions

The investment practices of the Funds are subject to various restrictions imposed by applicable securities laws, by policies of the Canadian securities administrators, and by the Funds' respective Declarations of Trust. Each of the Funds has adopted the standard mutual fund investment restrictions and practices contained in securities legislation, including National Instrument 81-102 – *Investment Funds* ("NI 81-102"). These are designed in part to ensure that the investments of the Funds are diversified and relatively liquid and to ensure the proper administration of the Funds. The Funds are managed in accordance with these restrictions and practices. In addition, the Funds are subject to investment restrictions which provide that each of the Funds may not:

- (1) purchase or sell forward currency contracts or currency future contracts except permitted derivatives as may be described in any current prospectus and annual information form and as may be in compliance with any provisions of NI 81-102;
- (2) knowingly purchase any securities of an issuer if
  - (a) Caldwell or any of its associates, or any person or company holding more than 20% of the units of a Fund or the voting shares of Caldwell individually owns beneficially, directly or indirectly, more than 10% of the outstanding voting securities or units of the issuer; or
  - (b) any partner, director, officer or employee of Caldwell or of any affiliate or associate of Caldwell is an officer or director of such issuer, except where such partner, director, officer or employee does not participate in the formulation of or influence or have prior access to investment decisions made on behalf of the Funds;
- (3) purchase securities which are the object of an initial sale and distribution, unless such securities may be lawfully sold both in all of the jurisdictions in which the units are offered for sale as well as the jurisdiction in which the head or principal office of the issuer of such securities is situated and are intended to be listed within a reasonable time for public trading on a recognized exchange;
- (4) knowingly make any investment in any class of securities of any issuer (other than those issued or guaranteed by the Government of Canada or by an agency thereof or by the Government of a Province of Canada or by an agency thereof):
  - (a) for which Caldwell or any of its associates or affiliates has acted as an underwriter in the distribution of such class of securities of the issuer for a period of at least 60 days following the conclusion of the distribution of the underwritten securities to the public; or
  - (b) of which any partner, director, officer or employee of Caldwell or any partner, director, officer or employee of any of its affiliates or associates is an officer or director.

Each of Caldwell Balanced Fund and Caldwell Income Fund qualifies, and is expected to continue to qualify, as a "mutual fund trust" as defined in the Tax Act. CCVM is a "unit trust" as defined in the Tax Act and intends to qualify as a "mutual fund trust" as defined in the Tax Act at a time in 2017 and at all times thereafter. Accordingly, each Fund will not engage in any undertaking other than the investment of its funds in property for the purposes of the Tax Act. Each Fund is a registered investment and will not acquire or hold an investment if it would thereby be liable to tax under Part X.2 of the Tax Act. No Fund has deviated from the applicable Tax Act requirements in the preceding year.

Units of each of the Funds are, and are expected to continue to be, qualified investments under the Tax Act for registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans and tax-free savings accounts. Units of each of the Funds, other than CCVM, are, and are expected to continue to be, qualified investments for deferred profit sharing plans; units of CCVM will so qualify at such time as CCVM qualifies a mutual fund trust under the Tax Act.



Owners of tax-free savings accounts and annuitants of registered retirement savings plans and registered retirement income funds should consult their own advisers as to whether units would be a “prohibited investment” for their tax-free savings account, registered retirement savings plan or registered retirement income fund having regard to their circumstances. The March 22, 2017 federal budget proposes to extend the application of the prohibited investment rules to registered disability savings plans and registered education savings plans. Accordingly, holders of registered disability savings plans and subscribers of registered education savings plans should consult their own advisers as to whether units would be a “prohibited investment” for their plan having regard to their circumstances.

Any change in the fundamental investment objectives and policy of a Fund may only be made with the approval of at least a majority of the votes cast at a meeting of unitholders of that Fund called for that purpose.

A Fund will not mix its investments with investments of other persons. The investments of a Fund will be kept separate from the investments of, and from all other property belonging to, or in the custody of, CIBC Mellon Trust Company, or any other custodian of assets of the Fund.

**(b) Investments in derivative instruments**

The Funds may use derivatives from time to time, but only as permitted by Canadian securities legislation and only in a manner consistent with the investment objectives of the Funds. Derivative transactions on behalf of a Fund may be initiated only by Caldwell through personnel with the necessary proficiency and experience to use derivatives. Furthermore, policies, procedures and guidelines regarding investing in derivatives are compiled and reviewed annually by Caldwell’s Investment Management Committee. The exposure of the Funds to derivatives is monitored daily by the portfolio managers’ of the Funds.

**(c) Exemptive Relief**

The Funds have received permission from securities regulatory authorities pursuant to a decision dated January 13, 2009, to invest in Horizons BetaPro ETFs and such other similar funds managed by BetaPro Management Inc. (each an “HBP ETF”) in the future provided that: (i) the Fund may not purchase securities of an HBP ETF if, immediately after the purchase, more than 10% of the net assets of the Fund, taken at market value at the time of the purchase, would consist of securities of HBP ETFs; (ii) the investment by the Fund in securities of a HBP ETF is in accordance with the fundamental investment objective of the Fund; and (iii) the Fund will not invest in an HBP ETF with a “permitted index” as defined in NI 81-102 based, directly or indirectly through a specified derivative or otherwise, on a physical commodity other than gold.

**(d) Proxy Voting Policies and Procedures**

With respect to the Funds’ investments in voting securities, the policies and procedures that the Funds and Caldwell (hereinafter referred to as the “Proxy Holder”) follow when voting proxies relating to portfolio securities are as follows. The Proxy Holder votes proxies for the Funds in accordance with the proxy voting policies and procedures adopted by it. In the case of both routine and non-routine matters, the Proxy Holder will take reasonable steps to ensure that proxies are received and voted in accordance with the best interests of the Funds, which generally means voting proxies with a view to enhancing the value of the shares held in the Funds. The financial interest of the Funds is the primary consideration in determining how proxies should be voted. In the case of social and political issues that do not primarily involve financial considerations, the Proxy Holder generally votes in accordance with the recommendations of management and/or a third-party advisor, although, on occasion the Proxy Holder abstains from voting on these issues.

The Proxy Holder generally does not vote proxies when the cost of voting on a particular proxy proposal could exceed the expected benefit to the Fund. For example, the Proxy Holder generally will not vote securities loaned to another party when the costs to the client and/or administrative inconvenience of retrieving these securities outweighs the benefit of voting. Also, voting proxies for shares of foreign stocks may involve significantly greater effort and corresponding costs, such as translation of proxy materials. Some countries have laws that prevent the Proxy Holder from selling shares for a period of time before or after voting at a shareholder meeting. The Proxy Holder may decide not to vote shares of foreign stocks subject to these restrictions when it believes the benefit from voting the shares is outweighed by the interest of maintaining client liquidity in the shares.

The Proxy Holder is committed to resolving all conflicts in its clients' best interests. The Proxy Holder will vote in a manner consistent with the best interests of the Funds. Possible resolutions of such conflicts may include: (i) voting in accordance with the guidance of an independent consultant or outside counsel; (ii) erecting information barriers around the person or persons making voting decisions; (iii) designating a person or committee to vote that has no knowledge of any relationship between the Proxy Holder and the issuer, its officers or directors, director candidates, or proxy proponents; or (iv) voting in other ways that are consistent with the Proxy Holder's best interests.

The policies and procedures that the Funds follow when voting proxies relating to portfolio securities are available on request, at no cost, by calling 1-800-256-2441 or by writing to Caldwell at 150 King Street West, Suite 1702, P.O. Box 47, Toronto, Ontario, M5H 1J9.

The Funds' proxy voting record for the most recent period ended June 30 of each year is available free of charge to any unitholder of the Funds upon request at any time after August 31 of that year. The proxy voting record is available on the Funds' website, [www.caldwellinvestment.com](http://www.caldwellinvestment.com).

### **3. DESCRIPTION OF UNITS OF THE FUNDS**

Each Fund is divided into units of participation which, effective July 4, 2014 in the case of the Caldwell Balanced Fund and Caldwell Income Fund, and August 8, 2011 in the case of CCVM, may be issued in one or more series as determined by Caldwell, as trustee of the Funds. You are entitled to participate equally in the net income and net capital gains of the Fund in respect of each unit of a Series held. Your interest in a Fund is shown by how many units of a Series are registered in your name. There is no limit to the number of units of each Series of a Fund that can be issued and there is no fixed issue price. No unit in a Fund has any preference or priority over another unit of the same Series of the Fund.

No unitholder holds any assets of a Fund. Unitholders have only those rights mentioned in this annual information form, in the simplified prospectus and as created in the Declarations of Trust.

Units of each of the Funds have the following attributes:

1. at any meeting of unitholders, each unitholder will be entitled to one vote for each whole unit registered in the unitholder's name;
2. on the termination of a Fund, the assets of the Fund will be distributed and all units in the Fund will share in the value of the Fund;
3. the units have no dividend rights, but you may participate in any distributions by the Fund;
4. there are no conversion rights;
5. the units of a Fund may be redeemed, possibly subject to costs (see *Redemption of Units*);
6. the units of a Fund cannot be transferred except in limited circumstances;
7. there is no liability for further calls or assessments; and
8. the units of a Fund may be sub-divided or consolidated by Caldwell in writing to unitholders of such Fund.

Subject to certain exceptions, the following changes cannot be made to a Fund unless a majority of the votes cast at a meeting of unitholders of the Fund called for that purpose approve:

1. a change in basis of calculation of a fee or expense that is charged to the Fund in a way that could result in an increase in charges to the Fund;
2. the introduction of a fee or expense to be charged to the Fund or directly to unitholders by the Fund or Caldwell in connection with the holding of units that could result in an increase in charges to the Fund or to unitholders;

3. a change in the manager of the Fund (other than to an affiliate of Caldwell);
4. a change in the auditors of the Fund;
5. a change in the fundamental investment objectives of the Fund;
6. in certain cases, the Fund undertakes a reorganization with, or transfer of its assets to, another fund or acquires another fund's assets; or
7. if the net asset value per unit of a Fund will be calculated less often.

Caldwell will give unitholders of each Fund 60 days' written notice of any other amendment to a Declaration of Trust except that Caldwell may amend a Declaration of Trust without approval of or notice to unitholders of the Fund, if the proposed amendment:

- is not expected to materially adversely affect the interests of unitholders;
- is intended to ensure compliance with applicable laws, regulations rules or policies;
- is intended to remove conflicts or inconsistencies or to correct typographical, clerical or other errors; or
- is intended to facilitate the administration of the Fund or to respond to amendments to the Tax Act which might otherwise adversely affect the interests of the Fund or its unitholders.

#### **4. CALCULATION OF NET ASSET VALUE**

The Series net asset value ("NAV") of a Fund and Series NAV per unit of a Fund are calculated by Caldwell in accordance with NI 81-102 on any day on which the Fund is required to calculate a net asset value.

The Series NAV of a Fund is determined by taking the Series' proportionate share of the market value of the Fund's portfolio, adding its proportionate share of all other assets and subtracting the Series' liabilities and its proportionate share of common liabilities of the Fund attributable to that Series. The result is the Series NAV of the Fund.

Since each Series of a Fund has different costs and liabilities, the Series NAV per unit is calculated separately for each Series. We calculate the Series NAV per unit by taking that Series' NAV, determined as described above, and then dividing that number by the total number of units of that Series that are outstanding. The Series NAV per unit is calculated as at 4:00 p.m. (Eastern Time) on each business day.

The issue and redemption price of a unit of a Series of a Fund is equal to the Series NAV per unit as at 4:00 p.m. (Eastern Time) on each business day. In the case of a redemption of units, any applicable deferred sales charge or redemption fee payable by you will be deducted from your sale proceeds. If your purchase or sale order is received after 4:00 p.m. (Eastern Time), the price will be the Series NAV per unit as at 4:00 p.m. (Eastern Time) on the next business day.

The issue and redemption price is based on the Fund's Series net asset value next determined after the receipt of an order. The issue or redemption of units of a Series of units of a Fund is reflected in the next calculation of that Series' net asset value of the Fund following the issue or redemption of such units.

#### **5. VALUATION OF FUND SECURITIES**

The value of any security or property held by a Fund or any of its liabilities will be determined in the following way:

- Cash, bills, demand notes, accounts receivable, prepaid expenses, cash dividends received or receivable and interest accrued and not yet received, will be valued at their full amount unless

Caldwell has determined that the cash or other asset is not worth that amount. Caldwell will then determine a reasonable value.

- If any assets or liabilities of a Fund are expressed in a foreign currency, the value in Canadian funds is determined by applying the Bank of Canada noon exchange rate, or, if that exchange rate is not available, by applying an exchange rate chosen by Caldwell.
- Equities are valued at retail market trading close as at 4:00 p.m. (Eastern Time) from the applicable exchange or valued at the last or closing market price on the specific international exchange, as applicable.
- Bonds, debentures and other obligations will be valued by taking the average of the latest available bid and ask prices on the valuation date. Notes and money market instruments will be valued at cost plus accrued interest (“amortized cost”). If notes and money-market instruments are sold, the difference between the cost and the proceeds (less income previously credited for such security) will be recorded as income not capital.
- If the valuation principles described above cannot be applied, Caldwell will determine a value, although it has never had occasion to do so in the past.
- When assigning a value to private membership shares, Caldwell will assign the last trade as the basis for valuation unless the last traded value is not within the current bid/offer spread (i.e. the last trade is either higher than the current offer or lower than the current bid). If the last trade is outside the bid/offer spread, then the following valuations will be assigned: (1) if the last trade is lower than the current bid, the value of the current bid will be assigned; or (2) if the last trade is higher than the current offer, the value of the current offer will be assigned.
- If a Fund is required to value securities on a day other than a business day, the prices or quotations of the prior business day will be used to value the asset or liability.

The latest available bid and asked quotations used will be determined as of the usual closing time of the TSX, that is, as at 4:00 p.m. (Eastern Time), or at such other time as the TSX closes, on each day that the TSX is open for trading.

Net assets will be calculated in accordance with the rules and policies of the Canadian securities administrators or in accordance with any exemption therefrom that a Fund may rely upon (which rules and policies may differ from Canadian generally accepted accounting principles (“Canadian GAAP”)).

On February 13, 2008, the Accounting Standards Board (“AcSB”) confirmed that publicly accountable enterprises would be required to adopt International Financial Reporting Standards (“IFRS”), as published by the International Accounting Standards Board (“IASB”), on January 1, 2011, replacing Canadian GAAP. However, the AcSB deferred the mandatory IFRS changeover date for Canadian investment funds, such as the Funds, to January 1, 2014.

Consequently, Caldwell Balanced Fund and Caldwell Income Fund have published their first annual audited financial statements in accordance with IFRS for the year ended December 31, 2014, with comparative financial statements for the year ended December 31, 2013, and prepared an opening IFRS Statement of Net Assets as at January 1, 2013.

## **6. PURCHASE OF UNITS**

### **(a) Subscription for units**

Units of the Funds are offered on a continuous basis at the Series price per unit as provided for in the section below entitled *Price per unit*. You may purchase units through registered investment dealers and brokers and others qualified to trade in securities where the units are authorized to be sold. You may also purchase units through the Funds’ principal distributor, Caldwell Securities Ltd., which has a standard dealer arrangement to sell units of Caldwell Mutual Funds. You must use a form of subscription for units provided by Caldwell and forward your subscriptions to Caldwell. The

form of subscription you send should be accompanied by cheque, certified cheque or bank draft in Canadian funds payable to the particular Fund. Subscriptions as received and accepted will be used to purchase units of the particular Series of a Fund at the Series price per unit as provided for in the section below entitled *Price per unit*. Each Declaration of Trust authorizes Caldwell to accept or reject subscriptions to purchase units. Caldwell may exercise this right provided that: (1) the decision to accept or reject a subscription is made promptly and in any event no later than one business day after receipt of the subscription; and (2) in the event that a subscription is rejected, all monies received with the subscription are returned without interest or deduction immediately. The time from the business day next following the date of the receipt of a subscription to the settlement date for that subscription shall not exceed three business days.

**(b) Minimum subscription - fractional units**

You should note that there are minimum subscription and minimum balance amounts applicable to each Series of units of the Funds as described in this Annual Information Form and in the Funds' Simplified Prospectus. Fractional units taken to not less than three decimal points will be issued in order to allow investment of fixed dollar amounts.

*Series A Units, Series F Units and Series O Units*

The minimum subscription and minimum balance amounts to be maintained in respect of Series A, Series F units or Series O units of a Fund is \$500. If the net asset value of all Series A, Series F or Series O units in a Fund registered in your name falls below \$500 for thirty days or more, Caldwell may, on ten days prior written notice to you, redeem the same unless before the expiry of the ten days you subscribe for additional units to bring the net asset value of all Series A or Series F units in that Fund registered in your name to an amount of at least \$500. Other than automatic reinvestment of distributions and the \$50 minimum purchase order for investors who participate in the Monthly Investment Plan, minimum additions must be at least \$100 each.

*Series I Units (Caldwell Income Fund)*

The minimum subscription and minimum balance amounts to be maintained by you in respect of Series I units of the Caldwell Income Fund is \$50,000. If the net asset value of all Series I units of the Caldwell Income Fund registered in your name falls below \$50,000 for thirty days or more, Caldwell may, on ten days prior written notice to you, redeem the same unless before the expiry of the ten days you subscribe for additional units to bring the net asset value of all Series I units of the Caldwell Income Fund registered in your name to an amount of at least \$50,000. Other than automatic reinvestment of distributions, minimum additions of Series I units of the Caldwell Income Fund must be at least \$1,000 each. Your investment advisor is also subject to certain aggregate minimum subscription and minimum balance amounts in respect of Series I units of the Caldwell Income Fund. Within 365 days after we accept the first purchase order for Series I units of the Caldwell Income Fund made through your investment advisor, the aggregate value of all Caldwell Income Fund Series I purchase orders, net of Series I redemptions, made by all investors through your investment advisor must be at least \$5,000,000 and, thereafter, must not fall below \$5,000,000 for more than 90 consecutive days. If this condition is not met, we may redesignate your Series I units of the Caldwell Income Fund as Series A units of such Fund or, if you qualify, as Series F units or Series M. For further important information regarding terms and conditions applicable to Series I units of the Caldwell Income Fund, please see the simplified prospectus of the Funds, including under the heading *How do purchase options affect fees I pay – Series I Option – Caldwell Income Fund*.

*Series I Units (Caldwell Canadian Value Momentum Fund)*

The minimum subscription and minimum balance amounts to be maintained by you in respect of Series I units of the CCVM is \$1,000,000. If the net asset value of all Series I units of CCVM registered in your name falls below \$1,000,000 for thirty days or more, Caldwell may, on ten days prior written notice to you, redeem the same unless before the expiry of the ten days you subscribe for additional units to bring the net asset value of all Series I units of the Fund registered in your name to an amount of at least \$1,000,000. If this condition is not met, we may redesignate your Series I units of the CCVM as Series O units of such Fund or, if you qualify, as Series F units. Other than automatic reinvestment of distributions, minimum additions of Series I units of CCVM must be at least \$10,000 each. For further important information regarding terms and conditions applicable to Series I units of the Caldwell Canadian Value Momentum Fund, please see the simplified prospectus of the Funds, including under the heading *How do purchase options affect fees I pay – Series I Option – CCVM*.

### *Series M Units*

Series M units are not subject to minimum initial purchase order amounts, minimum subsequent purchase amounts or minimum unitholding amounts.

Caldwell reserves the right to change or waive any minimum purchase order and minimum unitholding amounts from time to time, at our sole discretion, without notice.

#### **(c) Switching to units of another Fund**

Units of one Fund may be redeemed and the proceeds may be used to purchase units of another Fund. In order to complete such a transfer or switch a written request must be delivered to Caldwell identifying the Fund from which you wish to exit; the number of units you wish to sell (the amount must be at least \$500, except for Series M units which are not subject to minimum amounts); and the units of the Fund you wish to purchase. Your signature on the written request must be guaranteed by a Canadian chartered bank, a trust company, or an investment dealer. In response to such a written request, Caldwell shall effect the switch and, upon request, furnish you with a copy of the then current simplified prospectus, annual information form, fund facts, management report of fund performance and the latest financial statements of the Fund being acquired.

The Funds make no charge for a switch but your dealer may charge a commission of up to 2% of the net asset value of the units being sold in order to effect such transfer. If the units of the Fund are subject to a deferred sales charge, including the standard deferred sales charge which had been offered by the Funds prior to July 5, 2013, then the units acquired as a result of the switch shall be subject to a deferred sales charge of exactly the same amount. You may not sell units that were acquired on a deferred sales charge basis to purchase units on a front-end sales charge basis, or vice versa.

You may not switch units that were acquired under the “Series F Option”, “Series I Option” or “Series M Option” (as described in the simplified prospectus of the Funds) for Series A units of another Fund. You may switch Series A units of a Fund for Series F, M or, if applicable, Series I units or Series O units of another Fund provided you qualify to hold “Series F Option”, “Series M Option” or, if applicable, “Series I Option” units, as applicable, as described in greater detail in the simplified prospectus of the Funds under the heading *How do purchase options affect fees I pay*.

A switch between Funds constitutes a disposition for purposes of the Tax Act and therefore has the same implications for investors as other dispositions. You are urged to consult your own tax adviser about the consequences of switching units. You are responsible for keeping a record of the cost of units in order to calculate capital gains or capital losses realized in any switch of units. See *Income tax considerations* for more information.

#### **(d) Redesignations of units to another Series of the same Fund**

If your broker or dealer notifies us that you no longer qualify to hold Series F Option units or Series M Option units, we may redesignate your Series F or Series M units, as applicable, as Series A front-end sales charge units of the same Fund after we give you 10 days’ notice.

If your broker or dealer’s participation in the Series I Option program applicable to the Caldwell Income Fund is terminated for any reason, or if your broker or dealer notifies us that you no longer qualify to hold Series I Option units of the Caldwell Income Fund, we may redesignate your Series I units of the Fund as Series A front-end sales charge units or, if applicable, as Series F units of the Caldwell Income Fund after we give you 10 days’ notice.

If your broker or dealer’s participation in the Series I Option program applicable to the CCVM is terminated for any reason, or if your broker or dealer notifies us that you no longer qualify to hold Series I Option units of the CCVM, we may redesignate your Series I units of the Fund as Series F or Series O front-end sales charge units of CCVM after we give you 10 days’ notice.

After a redesignation of units to another Series, the redesignated units will be subject to the fees and other terms and conditions applicable to units of the other Series of the Fund as described in greater detail in the simplified prospectus of

the Funds under the heading *How do purchase options affect fees I pay*. Switch fees and short-term trading fees do not apply in respect of a redesignation of units of one Series of a Fund to units of another Series of the same Fund.

A redesignation of units of one Series of a Fund to units of another Series of the same Fund does not result in a disposition of the units for tax purposes. See *Income tax considerations*.

**(e) Price per unit**

The price per unit for units of a Series purchased pursuant to a subscription accepted by Caldwell, will be that Series' net asset value per unit of the particular Fund expressed in Canadian funds and determined on the business day next following the date of receipt by Caldwell of the subscription; provided however when a subscription or a request for redemption is received by Caldwell by 4:00 p.m. (Eastern Time) on a business day, the net asset value of the unit subscribed for or to be redeemed will be calculated on that date.

**(f) Settlement of sale**

Where you make a subscription for investment in units in a Fund to Caldwell accompanied by cheque, certified cheque or bank draft, Caldwell upon receipt of the subscription will accept or reject your subscription as described in the simplified prospectus of the Funds.

You should note that if you purchase units in a Fund from another registered broker or dealer, you may be subject to the particular arrangements of that registered broker or dealer such that you may have to compensate the registered broker or dealer for any losses suffered by the registered broker or dealer in connection with a failed settlement of a purchase of units of a Fund caused by you.

**(g) Monthly investment plan**

To facilitate regular investing, Caldwell has established a Monthly Investment Plan as described in the simplified prospectus of the Funds.

**(h) The sales charge options**

When you purchase Series A units of a Fund or Series O units of the CCVM, you may have to pay a front-end sales charge as described in the simplified prospectus of the Funds. When you purchase Series A units of a Fund you may have the option to pay a front-end sales charge or a low load deferred sales charge as described in the simplified prospectus of the Funds. When you purchase Series F units, Series M units or, if applicable Series I units of a Fund, the Series F Option, Series M Option and Series I Option programs, respectively, are available as described in the simplified prospectus of the Funds. The choice of different purchase options requires you to pay different fees and expenses and affects the amount of compensation payable to a dealer.

**7. REDEMPTION OF UNITS**

**(a) Redemptions**

You can sell units at any time; this is called a redemption. You must provide Caldwell with a signed written request, including delivery instructions, to have a dollar amount or a number of units redeemed by the Fund. Caldwell has the right to require that you have your signature guaranteed by a Canadian chartered bank, a trust company or an investment dealer. The redemption price of the units of a Series of units of a Fund is based on the Series net asset value of the units of that Fund on a particular business day. Redemption orders which are received by Caldwell at its office in Toronto before 4:00 p.m. (Eastern Time) on any business day will be priced on that day. Redemption orders which are received after 4:00 p.m. (Eastern Time) on a business day or on a day which is not a business day will be priced on the next business day. If Caldwell decides to calculate a Series net asset value per unit of a Fund at a time other than after the usual closing time of the TSX, the Series net asset value per unit of a Fund received will be determined relative to that time. Your units will be redeemed within three business days of the determination of the Series net asset value per unit

to be used for your redemption. Note that redemption requests received by salespersons or by dealers will be transmitted to Caldwell on the day of the request. Redemption fees are disclosed in the simplified prospectus of the Funds.

Units will be redeemed as follows: any available “free redemption amount” in respect of Series A units of a Fund purchased on a deferred sales charge basis will be redeemed first and then the units are redeemed in the order issued, i.e. the first units acquired are the first units to be redeemed. Except as provided in this document, no redemption fees are charged on redemptions of units received as the result of the automatic reinvestment of distributions and these distributed units will be given the same date of issue as the unit in respect of which the distributions were made; also, units acquired by way of exchange or switch of units for units in another Fund will be given the same date of issue as the units for which they were exchanged or switched. The time from the date of receipt of a properly completed redemption request to the payment of the redemption proceeds shall not exceed three business days.

You should note that if you have purchased units in a Fund from a registered broker or dealer, you may be subject to the particular arrangements of that registered broker or dealer such that you may have to compensate the registered broker or dealer for any losses suffered by the registered broker or dealer in connection with any failure on your part to satisfy the requirements of a Fund or securities legislation for a redemption of units of a Fund.

**(b) Free redemption amount**

If you have elected to pay a deferred sales charge, you may sell a prescribed amount of units back to a Fund during a given year without having to pay a deferred sales charge. This prescribed amount is known as the free redemption amount. The free redemption amount is an amount equal to no more than 10% of the market value of units of the Fund that were held by the investor as at December 31 of the previous year plus an amount equal to no more than 10% of the market value of additional units acquired by the investor during the current calendar year less any cash distributions received in the current year. In addition, the free redemption amount includes an amount equal to all units in a Fund acquired on the reinvestment of distributions during the same period. Caldwell reserves the right to vary or eliminate the free redemption amount on 60 days prior written notice to you.

**(c) When you may not be allowed to sell your units**

Under extraordinary circumstances, you may not be allowed to sell your units. We may refuse your order to sell if:

- normal trading is suspended on any stock exchange or market where more than 50% of the assets of a Fund are listed or traded; or
- we get permission from the Canadian securities administrators to allow us to temporarily suspend the redemption of units.

A Fund will not allow the purchase of units of a Fund when the right to redeem units is suspended.

The suspension may, at the discretion of Caldwell, apply to all requests for redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. If you make a request for redemption during a suspension (unless the suspension lasts for less than 48 hours), you will be advised by Caldwell of the suspension and that the redemption will be in effect on the basis of the Series net asset value per unit determined on the first business day following the termination of the suspension. You will have and will (unless the suspension lasts for less than 48 hours) be advised that you have the right to withdraw your request for redemption. The suspension will terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent that it is not inconsistent with rules and regulations promulgated by any government body having jurisdiction over the Funds, any declaration or suspension made by Caldwell shall be conclusive.

**(d) Payment on redemption - outstanding units**

If you make a redemption request, Caldwell will pay you within three business days the value of the units determined on the date the redemption request was treated as received. If all your units in a Fund are redeemed, any net income and net



realized capital gains relating to the units which have been made payable prior to the business day on which the value of the units was determined will also be paid to you. If you redeem only some of your units in a Fund, the proceeds will be paid as described above and net income and net realized capital gains attributable to the units will be paid to you in accordance with the Fund's distribution policy, as described in the simplified prospectus. Payments will be considered made upon deposit of the redemption proceeds into your bank account or the mailing of a cheque in a postage prepaid envelope addressed to you unless the cheque is not honoured for payment.

**(e) Transfer of money for redemption**

Caldwell shall cause the custodian to pay out of the money or other assets of a Fund from time to time deposited with the custodian, sufficient moneys or other assets to enable us to redeem units as required.

**(f) Tax effect of a redemption**

A redemption, including a switch to another Fund, constitutes a disposition for purposes of the Tax Act even though the proceeds of the redemption may be reinvested in units of another Fund. If the net asset value of the units redeemed is greater than your adjusted cost base for those units and any deferred sales charge, there is a gain. Similarly if the net asset value of the redeemed units and any deferred sales charge is less than the adjusted cost base for those units, there is a loss. See *Income tax considerations* for more information.

**8. RESPONSIBILITY FOR OPERATIONS OF THE FUNDS**

**(a) Manager**

Caldwell is the manager of the Funds. The address, phone number and the website of Caldwell is: Suite 1702, P.O. Box 47, 150 King Street West, Toronto, Ontario, M5H 1J9, 1-800-256-2441 and [www.caldwellinvestment.com](http://www.caldwellinvestment.com). You can contact us by e-mail at [info@caldwellinvestment.com](mailto:info@caldwellinvestment.com).

Caldwell manages the Funds pursuant to the terms of the applicable Declaration of Trust. Caldwell is responsible for compliance with the investment policies, restrictions and practices of the Funds and to provide or arrange for the provision of all general administrative services related to the Funds.

Each Declaration of Trust contains provisions regarding the resignation and replacement of Caldwell subject to the approval the investors in the Funds.

The name and municipality of residence, position and office held with Caldwell and current principal occupation of each of the directors and executive officers of Caldwell are as follows:

<u>Name and Municipality of Residence</u>	<u>Position and Office held with Caldwell</u>	<u>Current Principal Occupation</u>
Thomas S. Caldwell Toronto, Ontario	Chairman and Director	Chairman, Chief Executive Officer and Director of Caldwell Securities Ltd. and Caldwell Financial Ltd., Chairman and Director of Caldwell
Sally Haldenby-Haba Etobicoke, Ontario	Secretary, Chief Compliance Officer and Chief Financial Officer	Vice President and Secretary of Caldwell Securities Ltd., Secretary of Caldwell Financial Ltd. and Secretary, Chief Compliance Officer and Chief Financial Officer of Caldwell
Michael B.C. Gundy Toronto, Ontario	Director	President of Gundy Inc. Gundy Inc. is a business consulting firm.
Brendan T. N. Caldwell Toronto, Ontario	Chief Executive Officer, President and Director	Director of Caldwell Securities Ltd., Executive Vice President and Director of Caldwell Financial Ltd., Chief Executive Officer, President and Director of Caldwell

Each of the people listed above has held his or her current position and his or her principal occupation with Caldwell during the five years preceding the date hereof.

**(b) Portfolio Advisor**

Caldwell will manage the investment portfolios of the Funds in accordance with the stated investment objectives. Caldwell is responsible for providing investment analysis and recommendations and for making investment decisions and placing orders to purchase and sell securities for the Funds. Caldwell is qualified and approved by the regulatory authorities to handle managed accounts including the Funds. Caldwell manages investments for other clients which may invest in the same securities as the Funds. In placing orders to buy and sell securities, execution of those orders is either divided pro rata or effected alternatively on a basis that is judged to be equitable by Caldwell among all clients that are trading the securities. As of the date hereof, Caldwell employs Thomas S. Caldwell, Brendan T. N. Caldwell, William Chin Jennifer Radman and Mario Mainelli as portfolio managers of Caldwell. Mr. T. Caldwell is also a Director and Chairman and Mr. B. Caldwell is also a Director, President and Chief Executive Officer. The investment decisions made by Mr. T. Caldwell, Mr. B. Caldwell, Mr. Chin, Ms. Radman and Mr. Mainelli in their capacity as portfolio managers, are not subject to formal ratification or approval of a committee of Caldwell.

The following individuals are principally responsible for the day-to-day management of a material portion of the portfolios of the Funds:

<u>Name</u>	<u>Title</u>	<u>Length of Service with Caldwell</u>	<u>Business Experience (past 5 years)</u>
Thomas S. Caldwell	Portfolio Manager	27 years	Portfolio Manager of the Funds and other assets
Brendan T. N. Caldwell	Portfolio Manager	21 years	Portfolio Manager of the Funds and other assets
Jennifer Radman	Portfolio Manager	14 years	Portfolio Manager of the Caldwell

<u>Name</u>	<u>Title</u>	<u>Length of Service with Caldwell</u>	<u>Business Experience (past 5 years)</u>
William Chin	Portfolio Manager	3 years	Balanced Fund and other assets Portfolio Manager of the Caldwell Income Fund, Caldwell Balanced Fund and other assets Portfolio Manager and Chair of Investment Committee, E3M Investments Ltd.
Mario Mainelli	Portfolio Manager	2 year	Portfolio Manager of the Caldwell Balanced Fund and other assets Associate Portfolio Manager of the Caldwell Balanced Fund and other assets Associate, Marketing and Sales Support, TD Asset Management

**(c) Brokerage Arrangements**

The purchase and sale of portfolio securities will be arranged through registered brokers or dealers selected on the basis of Caldwell's assessment of the ability of the broker or dealer to execute transactions promptly and on favourable terms, and the quality and value of services provided to the Fund by the broker or dealer, such as research, statistical and other services used in assessing potential investments (collectively, the "Brokerage Services"). The elements Caldwell considers in determining the most advantageous execution terms reasonably available under the circumstances and the weight given to each can vary depending on the circumstances. Caldwell makes a good faith determination that the Funds receive a reasonable benefit from the use of the Brokerage Services received, if any, relative to the amount of brokerage commissions paid.

Subject to applicable statutory and regulatory best execution requirements, Caldwell may in its discretion choose to execute portfolio transactions with brokers who place orders for units of the Funds.

Caldwell may also choose to execute a portion of the Funds' portfolio transactions with Caldwell Securities Ltd. (the Funds' principal distributor and an affiliate of Caldwell) seeking terms as favourable or more favourable to the Funds as those executed through other brokers or dealers. Caldwell uses the same criteria in selecting registered dealers, regardless of whether the dealer is an affiliate of Caldwell. No person or company has provided investment decision-making services to Caldwell in connection with the Funds since the date of the last annual information form of the Funds.

**(d) Principal Distributor**

Caldwell Securities Ltd. is the principal distributor of the Funds. Its principal office is located at Suite 1710, P.O. Box 47, 150 King Street West, Toronto, Ontario, M5H 1J9. Caldwell Securities Ltd. has a dealer agreement with Caldwell which enables Caldwell Securities Ltd. to distribute units of the Funds to subscribers. This agreement is identical to that entered into between Caldwell and any unaffiliated broker dealers and entitles Caldwell Securities Ltd. to dealer compensation as disclosed in the simplified prospectus of the Funds. This agreement may be terminated at any time by Caldwell with written notice.

**(e) Trustee**

The Funds are governed in accordance with the provisions of the applicable Declaration of Trust. Caldwell was appointed as the trustee of the Caldwell Balanced Fund and Caldwell Income Fund on March 23, 2007 and of CCVM on August 8, 2011. Caldwell holds the property of each Fund on behalf of the unitholders of the Fund. The names, municipalities of residence and principal occupations during the preceding five years of each of Caldwell's directors and officers are set out under the heading *Responsibility for Operations of the Funds – Manager*. Pursuant to the provisions of the Declaration of Trust, Caldwell, in its capacity as trustee, is not entitled to any payments or reimbursements.

**(f) The Independent Review Committee**

The Independent Review Committee (the “IRC”) (as defined below) is responsible for the oversight of Caldwell. Please refer to *Corporate Governance of the Funds* for more information.

**(g) Custodian, Recordkeeper and Registrar**

The cash and securities of the Funds are held in Ontario by CIBC Mellon Trust Company (“CIBC Mellon”), as custodian, pursuant to an agreement dated as of June 28, 2017 (the “Custodial Services Agreement”). Either party may terminate this Custodial Services Agreement, with respect to any or all of the Funds, without penalty, by giving at least 90 days written notice to the other party of such termination. The principal office of CIBC Mellon is located at 320 Bay Street, P.O. Box 1, Toronto, Ontario, M5H 4A6. CIBC Mellon may appoint qualified sub-custodians to hold portfolio securities outside of Canada.

Caldwell has appointed SGGG Fund Services Inc. as the recordkeeper and registrar for the Funds pursuant to a securityholder services agreement dated as of February 14, 2013 (the “SGGG Services Agreement”). Pursuant to the SGGG Services Agreement, SGGG Fund Services Inc. also provides fund valuation services for the Funds. Either party may terminate this SGGG Services Agreement by giving at least three months written notice to the other party of such termination. The principal office of SGGG Fund Services Inc. is at 1200-60 Yonge Street, Toronto, Ontario, M5E 1H5, where the register of securities of the Funds is kept.

**(h) Auditors**

The auditors of the Funds are Deloitte LLP, Chartered Professional Accountants, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 200, Toronto, Ontario, M5H 0A9.

**9. CONFLICTS OF INTEREST**

**(a) Principal holders of securities**

**(i) Funds**

As at the date of this annual information form, no person or company owns of record or, to the knowledge of the relevant Fund or Caldwell, beneficially, directly or indirectly, more than 10% of the outstanding units of any of the Funds.

**(ii) Manager**

Caldwell Financial Ltd. owns 100% of the outstanding shares of Caldwell.

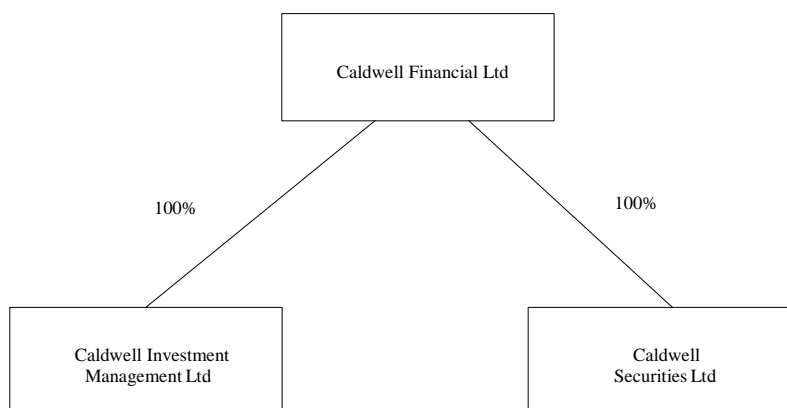
Caldwell Financial Ltd. owns 100% of the outstanding shares of Caldwell Securities Ltd., a company that provides services to Caldwell. The directors and officers of Caldwell, in aggregate, beneficially own, directly or indirectly, 89% of the voting shares of Caldwell Financial Ltd.

**(iii) IRC**

The members of the IRC do not own beneficially, directly or indirectly, in aggregate, any class of voting of equity securities of Caldwell; any class of voting securities of any person or company that provides services to the Funds or Caldwell; or more than 10% of units of the Funds.

**(b) Affiliated Entities**

Caldwell Securities Ltd. provides services to the Funds or Caldwell in relation to the Funds and is affiliated with Caldwell.



The fees received from the Funds by the companies listed above are contained in the audited financial statements of the Funds. Please refer to the preceding section entitled *Responsibility for Operations of the Funds* for information on directors and officers of the Funds, Caldwell and the above-noted affiliated entity.

## 10. CORPORATE GOVERNANCE OF THE FUNDS

As stated above, the Funds are governed in accordance with the provisions of the applicable Declaration of Trust. Caldwell is responsible for fund governance and for the day-to-day administration of the Funds. Caldwell has established a Standard of Fairness Policy which consists of appropriate policies, procedures and guidelines to ensure the proper management of the Funds. The systems implemented monitor and manage the business and sales practices, risk, and internal conflicts of interest relating to the Funds, while ensuring compliance with regulatory and corporate requirements. Caldwell has developed policies and guidelines to manage the principal risks of the Funds and ensures that these are communicated to the persons responsible for these matters and monitors their effectiveness. For more information please refer to *Investment Practices and Restrictions* and *Responsibility for Operations of the Funds*.

### (a) The Independent Review Committee

NI 81-107 requires all publicly offered investment funds to establish an independent review committee. Caldwell must refer all conflict of interest matters in respect of the Funds for review or approval to the IRC. NI 81-107 also imposes obligations upon Caldwell to establish written policies and procedures for dealing with conflict of interest matters, to maintain records in respect of these matters and to provide the IRC with guidance and assistance in carrying out its functions and duties. According to NI 81-107, the IRC must be comprised of a minimum of three independent members, and is also subject to requirements to conduct regular assessments of its members and provide reports, at least annually, to the Funds and to their unitholders in respect of those functions.

The report prepared by the IRC will be available on Caldwell's website ([www.caldwellinvestment.com](http://www.caldwellinvestment.com)), or at a unitholder's request at no cost, by contacting the applicable Fund at 150 King Street West, Suite 1702, P.O. Box 47, Toronto, Ontario, M5H 1J9; telephone 416-593-1798; toll free 1-800-256-2441 or through the Funds' website [www.caldwellinvestment.com](http://www.caldwellinvestment.com).

The members of the Independent Review Committee for the Funds are Sharon Kent, Robert Guilday and F. Michael Walsh. Sharon Kent and Robert Guilday were appointed as of May 1, 2007 and F. Michael Walsh was appointed as of May 26, 2011. Sharon Kent is the chair of the IRC.

For the year ended December 31, 2016, the total fees paid and payable to the members of the Independent Review Committee were \$7,500 per Fund (with each member receiving a sum of \$5,000, plus applicable taxes), for a combined total of \$15,000, plus applicable taxes, in respect of Caldwell Balanced Fund and Caldwell Income Fund. During the year ended December 31, 2016, the Independent Review Committee did not review conflict of interest matters for CCVM. In the year ended December 31, 2016, Caldwell offered Caldwell Balanced Fund, Caldwell Income Fund and

two other funds (Clearpoint Global Dividend Fund and Caldwell US Dividend Advantage Fund) for which the IRC reviewed conflict of interest matters.

The combined total fees paid and payable for the year ended December 31, 2016 to the members of the Independent Review Committee in relation to Caldwell Balanced Fund, Caldwell Income Fund, Clearpoint Global Dividend Fund and Caldwell US Dividend Advantage Fund were \$15,000. There were no reimbursement payments to any members in 2016.

For the year ended December 31, 2016, each IRC member (Sharon Kent, Robert Guilday and F. Michael Walsh) received from the Caldwell Balanced Fund and Caldwell Income Fund annual fees and meeting fees in the amount of \$5,000, plus applicable taxes, in connection with performing their duties for the Funds. These fees and expenses, plus associated legal and insurance costs, were allocated among all of the funds managed by Caldwell (Caldwell Balanced Fund, Caldwell Income Fund, Clearpoint Global Dividend Fund and Caldwell US Dividend Advantage Fund) in a manner that is considered by Caldwell to be fair and reasonable.

The IRC engages in the following activities:

- reviews and provides input on Caldwell's written policies and procedures that deal with conflict of interest matters in respect of the Funds;
- reviews conflict of interest matters referred to it by Caldwell and makes recommendations to Caldwell regarding whether Caldwell's proposed actions in connection with the conflict of interest matter achieve a fair and reasonable result for the Fund;
- considers and, if deemed appropriate, approves Caldwell's decision on a conflict of interest matter that Caldwell refers to the IRC for approval; and
- performs other duties as may be required of the IRC under applicable securities laws.

The IRC has approved the following standing instructions:

1. Brokerage arrangements with Caldwell Securities Ltd.: Caldwell may choose to execute all or a portion of a Fund's portfolio transactions with Caldwell Securities Ltd. on terms as favourable or more favourable to the Fund as those executed through other dealers unrelated to Caldwell.
2. Trade allocation policy: Caldwell will allocate trades among all its clients on a pro-rata basis and in accordance with the investment objectives of each Fund and the restrictions contained under applicable law. When the investment objectives of a Fund overlap with the investment objectives of another Fund, Caldwell will allocate trades according to the capital available in each respective Fund.
3. Soft dollar arrangements: should Caldwell choose to engage in soft dollar arrangements, Caldwell will adhere to the terms of the National Instrument 23-102 – *Use of Client Brokerage Commissions* or any successor rule, policy or instrument.
4. Corrections made to the calculation of net asset value: corrections may be required due to incorrect pricing information for securities held within a Fund or information not being available to value a Fund fully. All net asset value error corrections must be approved by senior management.
5. Proxy Voting: Caldwell's goal is to vote in favour of resolutions that it believes to be in the best interests of the Fund's investors and follows a process for voting routine and non-routine matters in this regard. Caldwell will maintain a record of how proxies were voted. For more information please refer to *Investment Practices and Restrictions - Proxy Voting Policies and Procedures*.

6. Fees and expenses payable by investors and by the Funds: Caldwell must ensure that management and other fees applicable to the Funds are calculated and paid for in accordance with the simplified prospectus, annual information form and applicable laws.
7. Handling of client complaints: Caldwell is required to investigate complaints received from a unitholder. The results of any investigation will be communicated to the unitholder in writing within 45 business days.
8. Principal trading of fixed income securities: Caldwell shall not discuss any specific investment decision on behalf of a unitholder with any other personnel who are also officers of Caldwell Securities Ltd. and the price realized will be not less than the bid price of the debt security in the event of a sale made on behalf of a Fund and not more than the ask price of the debt security in the event of a purchase made on behalf of a Fund as reported on at least one real time quote provided by a public quotation system.
9. Fair valuation of securities held within the Funds: Equities are valued at retail market trading close as at 4:00 p.m. (Eastern Time) from the applicable exchange or valued at the last or closing market price on the specific international exchange, as applicable. Bonds, debentures and other obligations will be valued by taking the average of the bid and ask prices on the valuation date. When assigning a value to the private membership shares, Caldwell will assign the last sale as the basis for valuation unless the last traded value is not within the current bid/offer spread (i.e. the last trade is either higher than the current offer or lower than the current bid). If the last trade is outside the bid/offer spread, then the following valuations will be assigned: (1) if the last trade is lower than the current bid, the value of the current bid will be assigned; or (2) if the last trade is higher than the current offer, the value of the current offer will be assigned.

**(b) Short-term Trading**

The Funds are intended to be long-term investment vehicles and are not designed to provide investors with a means of speculating on short-term market movements or fluctuations. Investors who engage in excessive transfer or redemption activity in and out of the Funds (commonly referred to as market timing) generate additional costs which are borne by all of the Funds' unitholders. As well, such activities can interfere with the Funds' orderly investment management as the Funds may be required to sell portfolio assets to fund redemptions arising from market timing. Such sales may be at unfavourable times and/or impede the use of long-term investment strategies which may harm investment performance. In order to address these concerns, Caldwell reserves the right to reject any switch or purchase request that is reasonably determined to be disruptive to efficient portfolio management, either because of market timing of the investment or previous excessive trading by the unitholder.

**(c) Management Fee Distributions**

Caldwell may, in its sole discretion, waive or reduce the management fee in respect of institutional and individual investors who invest large amounts in a Fund. These reductions are negotiable by the investor or the broker or dealer and Caldwell.

In such instances, Caldwell charges a reduced fee to the Fund and the Fund makes a special distribution to the unitholder equal to the amount of the reduction (adjusted, if appropriate, for any reduction in HST/GST thereon), and certain associated cost savings within the Fund (a "Management Fee Distribution").

Caldwell's decision to reduce the typical fees may depend on a number of factors, including the size of the investment, the expected level of account activity and the investor's total investments with us. Caldwell also reserves the right to make Management Fee Distributions in other cases, at its discretion, where it would be fair and equitable to do so.

Management Fee Distributions are calculated and credited on each business day and distributed at least quarterly and are payable out of net income and net realized capital gains of the subject Fund to the extent that the Fund earns or realizes such income or gains in the taxation year in which the Management Fee Distributions are made, and otherwise out of capital. Management Fee Distributions payable to a unitholder are reinvested in units of the Fund, unless the unitholder specifies in advance, in writing, that they would prefer to receive cash.

The waiver or reduction of management fees may be terminated at any time by Caldwell, at its discretion, or may be continued indefinitely by Caldwell, at its discretion.

## **11. INCOME TAX CONSIDERATIONS**

This section describes the principal Canadian federal income tax considerations generally applicable to the Funds and to individual unitholders (other than trusts) who, for the purposes of the Tax Act, are residents of Canada, deal at arm's length and are not affiliated with the Funds and who hold units of the Funds as capital property.

The summary is based upon the current provisions of the Tax Act, the regulations made under the Tax Act (the "Regulations"), proposals to amend the Tax Act and the Regulations publicly announced by, or on behalf of, the Minister of Finance prior to the date hereof and the administrative practices and policies of the Canada Revenue Agency ("CRA") published by it in writing. This summary does not otherwise take into account or anticipate any change in law or administrative practice, whether by legislative, regulatory, administrative or judicial action.

The summary is not intended to be exhaustive of all possible income tax considerations. It does not address provincial or foreign tax considerations. Unitholders should consult their own tax advisers for advice with respect to the tax consequences of an investment in the Funds in their particular circumstances.

### **(a) Tax status of the Funds**

Each of Caldwell Balanced Fund and Caldwell Income Fund qualifies, and is expected to continue to qualify, as a "mutual fund trust" as defined in the Tax Act and this summary assumes that each such Fund qualifies as a mutual fund trust under the Tax Act at all times. CCVM is a "unit trust" as defined in the Tax Act and intends to qualify as a "mutual fund trust" as defined in the Tax Act at a time in 2017 and at all times thereafter. This summary assumes that CCVM will qualify as a mutual fund trust under the Tax Act at a time in 2017 and at all times thereafter.

In each taxation year of a Fund, the net income and net realized capital gains, if any, of the Fund, as would otherwise be taxable in the Fund, will generally be distributed to unitholders. Distributions will be paid in cash or by reinvestment in additional units. Consequently, the Funds will not be liable for income tax under Part I of the Tax Act except that, since CCVM will not qualify as a mutual fund trust under the Tax Act throughout 2017, it could be subject to alternative minimum tax. Since CCVM will not qualify as a mutual fund trust under the Tax Act throughout 2017, the amount of net capital gains payable by the Fund to unitholders may exceed the amount that would have been payable if CCVM were a mutual fund trust throughout the year. Losses incurred by a Fund cannot be allocated to unitholders but may, subject to certain limitations and to the extent not utilized in the year incurred, be deducted by the Fund in subsequent years. Where currency hedging transactions are sufficiently linked to securities owned by a Fund, gains and losses on such transactions will be treated as capital gains and capital losses. Gains and losses from other derivative transactions will, for tax purposes, generally be on income account rather than capital account. Each Fund reports the returns earned from writing and holding options relating to capital property on capital account in accordance with CRA's administrative position.

Each Fund is required to compute its net income and net realized capital gains in Canadian dollars for the purposes of the Tax Act. Consequently a Fund may realize income or capital gains by virtue of changes in the value of a foreign currency relative to the Canadian dollar.

The "suspended loss" rules in the Tax Act may prevent a Fund from recognizing capital losses on the disposition of securities in certain circumstances, which may increase the amount of net realized gains of the Funds to be paid to investors.

### **(b) Tax status of taxable unitholders**

Unitholders who are not exempt from income tax must include in their income all net income and the net taxable capital gains, if any, payable to them by a Fund in a year, whether paid in cash or by reinvestment in additional units. If a unitholder's share of distributions from a Fund in a year exceeds the unitholder's share of the Fund's net income and net realized capital gains for the year, the excess will be a return of capital and will not be taxable, but will reduce the



adjusted cost base of the unitholder's units in the Fund. The Funds intend to make all permissible designations to ensure that dividends from taxable Canadian corporations, foreign income, foreign tax credits and net realized capital gains will, to the extent of amounts distributed, be considered to have been received as such by unitholders, or paid by unitholders in the case of foreign creditable tax. To the extent that amounts distributed to a unitholder are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply including the enhanced dividend tax credit applicable to "eligible dividends". Where foreign income has been so designated, the unitholder will be treated as having paid the unitholder's proportionate share of foreign tax paid, or deemed to be paid, by the Fund on that income and may be entitled to claim a foreign tax credit.

When units of a Fund are purchased, a portion of the purchase price may reflect income and capital gains of the Fund for the year. Accordingly, unitholders who purchase just before a distribution date will be required to include in their income amounts distributed from the Fund, even though the Fund earned these amounts before the unitholder owned the units. A distribution reduces a Fund's net asset value per unit.

Upon a disposition of a unit, including a redemption to effect a transfer to another Fund (a switch of units), a unitholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the adjusted cost base of the unit at such time plus reasonable disposition costs including any deferred sales charge. Generally, one-half of a capital gain or a capital loss is taken into account in determining taxable capital gains and allowable capital losses. An allowable capital loss must be deducted against taxable capital gains in the year of disposition and, subject to certain limitations imposed under the Tax Act, any excess may be carried back three years or forward indefinitely for deduction against taxable capital gains realized in those years.

A redesignation of units of a Series of a Fund to units of another Series of the same Fund does not result in a disposition of the units for tax purposes.

In certain situations, where a unitholder disposes of units of a Fund and would otherwise realize a capital loss, the loss will be denied. This may occur if a unitholder or a person affiliated with a unitholder (including the unitholder's spouse or common-law partner or a corporation controlled by the unitholder) has acquired units of the same Fund within 30 days before or after the original unitholder disposed of the units, which are considered to be "substituted property". In these circumstances, the capital loss may be deemed to be a "superficial loss" and denied. The amount of the denied capital loss will be added to the adjusted cost base to the owner of the units which are substituted property.

The adjusted cost base of units of a Fund to a unitholder is, generally, the amount paid for the units, plus the amount of reinvested distributions on the units, minus the adjusted cost base of units redeemed and any capital returned in distributions. Unitholders should keep detailed records of the purchase costs, sales charges and distributions related to their units.

Dividends from taxable Canadian corporations and capital gains distributed to or realized by an individual may give rise to an alternative minimum tax.

**(c) Eligibility for investment by deferred income plans**

Units of each of the Funds are, and are expected to continue to be, qualified investments under the Tax Act for registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans and tax-free savings accounts ("Tax Plans"). Units of each of the Funds other than CCVM are, and are expected to continue to be, qualified investments for deferred profit sharing plans ("DPSPs"); units of CCVM will so qualify at such time as CCVM qualifies a mutual fund trust under the Tax Act.

Owners of tax-free savings accounts and annuitants of registered retirement savings plans and registered retirement income funds should consult their own advisers as to whether units would be a "prohibited investment" for their tax-free savings account, registered retirement savings plan or registered retirement income fund having regard to their circumstances. The March 22, 2017 federal budget proposes to extend the application of the prohibited investment rules to registered disability savings plans and registered education savings plans. Accordingly, holders of registered disability savings plans and subscribers of registered education savings plans should consult their own advisers as to whether units would be a "prohibited investment" for their plan having regard to their circumstances.

No tax under the Tax Act will be payable on net income and net realized capital gains distributed by a Fund on units held by a Tax Plan or DPSP that are a qualified investment and not a prohibited investment, or on any capital gains from selling or switching units, as long as the proceeds remain in the plan. Amounts withdrawn from a Tax Plan (other than from a tax-free savings account, contributions withdrawn from a registered education savings plan and certain withdrawals from a registered disability savings plan) or DPSP will generally be subject to tax. Investors who choose to purchase units of a Fund through a Tax Plan or DPSP should consult their own professional advisers regarding the tax treatment of contributions to, and acquisitions of property by, such Tax Plan or DPSP.

## 12. REMUNERATION OF DIRECTORS, OFFICERS AND TRUSTEE

No remuneration, fees or reimbursement of expenses are paid by the Funds to the directors or officers of Caldwell.

For the year ended December 31, 2016, each IRC member (Sharon Kent, Robert Guilday and F. Michael Walsh) received from the Funds annual fees and meeting fees in the amount of \$10,000 plus applicable taxes in connection with performing their duties for the Funds. These fees and expenses, plus associated legal and insurance costs, were allocated among all of the funds managed by Caldwell (the Caldwell Mutual Funds, the Clearpoint Global Dividend Fund and the Caldwell US Dividend Advantage Fund) in a manner that is considered by Caldwell to be fair and reasonable.

## 13. MATERIAL CONTRACTS

The material agreements of each Fund are listed below:

- (a) Amended and Restated Declaration of Trust of the Caldwell Balanced Fund and Caldwell Income Fund made by Caldwell, dated July 15, 2016. Please refer to *Name, Formation and History of the Funds* and *Trustee* for details concerning this agreement.
- (b) Amended and Restated Declaration of Trust of the Caldwell Canadian Value Momentum Fund made by Caldwell, dated July 20, 2017. Please refer to *Name, Formation and History of the Funds* and *Trustee* for details concerning this agreement.
- (c) Custodial Services Agreement between Caldwell and CIBC Mellon Global Securities Services Company (and certain of its affiliates) dated as of June 28, 2017. Please refer to *Custodian, Recordkeeper and Registrar* for details concerning this agreement.
- (d) Dealer Agreement between Caldwell and Caldwell Securities Ltd. dated July 28, 1997. Please refer to *Principal Distributor* for details concerning this agreement.

Copies of the material contracts listed above may be examined by prospective or existing unitholders at the principal office of the Fund during ordinary business hours.

## 14. LEGAL PROCEEDINGS

There are currently no legal proceedings material to the Funds, nor are there any such proceedings known to be contemplated, as of the date of this annual information form.

In a settlement agreement with the Ontario Securities Commission in May, 2011, the Manager agreed that it had acted contrary to the public interest by failing to keep records and monitor portfolio management accounts for two public investment funds promoted by the *FrontierAlt* financial organization. The Manager provided portfolio management advice to the investment funds.

During the Manager's engagement, *FrontierAlt* entities controlled and managed the business and assets of the funds and retained control over the portfolio assets of the funds. The Manager primarily received information about the portfolio assets of the investment funds from a *FrontierAlt* entity. The Manager agreed to make a voluntary payment of \$75,000, a payment of \$25,000 in respect of the costs of the Ontario Securities Commission and to submit to a review by an

independent party of its compliance practices and procedures for engagements where it does not have direct control of assets.

**Certificate of Caldwell Mutual Funds (the “Funds”) and the Manager of the Funds**

Dated: July 20, 2017.

This annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada (except the province of Québec) and do not contain any misrepresentations.

**Caldwell Investment Management Ltd. as trustee and manager of the Funds:**

*“Brendan T. N. Caldwell”*

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Brendan T. N. Caldwell  
President and Chief Executive Officer

*“Sally Haldenby-Haba”*

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Sally Haldenby-Haba  
Secretary, Chief Financial Officer

**On behalf of the Board of Directors of Caldwell Investment Management Ltd. as trustee and manager of the Funds:**

*“Thomas S. Caldwell”*

\_\_\_\_\_  
Thomas S. Caldwell  
Director

*“Michael B.C. Gundy”*

\_\_\_\_\_  
Michael B.C. Gundy  
Director

**Certificate of the Principal Distributor of Caldwell Mutual Funds (the “Funds”)**

Dated: July 20, 2017.

To the best of our knowledge, information and belief, this annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada (except the province of Québec) and do not contain any misrepresentation.

**Caldwell Securities Ltd. as principal distributor of the Funds:**

*“David Bentley-Taylor”*

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David Bentley-Taylor  
President

## CALDWELL MUTUAL FUNDS

### [BACK COVER]

- ADDITIONAL INFORMATION ABOUT CALDWELL MUTUAL FUNDS IS AVAILABLE IN THE FUNDS' SIMPLIFIED PROSPECTUS, FUND FACTS, MANAGEMENT REPORTS OF FUND PERFORMANCE AND FINANCIAL STATEMENTS.
- YOU CAN GET A COPY OF THESE DOCUMENTS AT NO COST, BY CALLING TOLL FREE 1-800-256-2441 OR FROM YOUR DEALER OR BY E-MAIL AT [INFO@CALDWELLINVESTMENT.COM](mailto:INFO@CALDWELLINVESTMENT.COM).
- THESE DOCUMENTS AND OTHER INFORMATION ABOUT CALDWELL MUTUAL FUNDS, SUCH AS INFORMATION CIRCULARS AND MATERIAL CONTRACTS, ARE ALSO AVAILABLE ON CALDWELL MUTUAL FUNDS' INTERNET SITE AT [WWW.CALDWELLINVESTMENT.COM](http://WWW.CALDWELLINVESTMENT.COM) OR AT [WWW.SEDAR.COM](http://WWW.SEDAR.COM).

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